



Date: 18<sup>th</sup> February, 2026

**Listing Deptt. / Deptt. of Corporate Relations**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers, Dalal Street**  
**Mumbai -400001**  
**Scrip Code: 532524**

**Listing Deptt.**  
**National Stock Exchange of India Limited**  
**Exchange Plaza, C-1, Block G**  
**Bandra – Kurla Complex, Bandra (E)**  
**Mumbai -400051**  
**Company Code: PTC**

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Postal Ballot Notice dated 18<sup>th</sup> February, 2026 along with explanatory statement, remote e-voting instructions (“Postal Ballot Notice”), seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for:

Sl. No.	Resolution	Type of Resolution
1.	To alter definition of “Promoters” in Article of Association of the Company	Special
2.	To alter Article 113 of Article of Association of the Company	Special
3.	To alter Article 117 of Article of Association of the Company	Special
4.	To alter Article 129 of Article of Association of the Company	Special
5.	To alter Article 133 of Article of Association of the Company	Special
6.	To alter Article 178 of Article of Association of the Company	Special
7.	To change the designation/terms of appointment of Dr. Manoj Kumar Jhawar (DIN: 07306454), Chairman & Managing Director	Ordinary

The Postal Ballot Notice is being sent by e-mail only to all the members whose e-mail address is registered with Depositories/Depository Participants/ the Company’s Registrar and Share Transfer Agent (MCS Share Transfer Agent Ltd.) / the Company as on Friday, 13<sup>th</sup> February, 2026 (“Cut-off date”).

**PTC India Limited**

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500, 41595100, 46484200, Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com



The Company has engaged the services of National Depository Services Ltd. (“NSDL”) as the agency to provide e-voting facility. The remote e-voting will commence on Thursday, 19<sup>th</sup> February, 2026 at 9:00 a.m. and will end on Friday, 20<sup>th</sup> March, 2026 at 5:00 p.m. after which the e-voting module shall be disabled.

The Postal Ballot Notice is also made available on the website of the Company [www.ptcindia.com](http://www.ptcindia.com).

This is for your information and records.

Thanking You,

**For PTC India Limited**

**Rajiv Maheshwari**  
**(Company Secretary)**  
FCS- 4998

**Enclosures: as above**

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## POSTAL BALLOT NOTICE

Dear Member (s),

**NOTICE** is hereby given pursuant to the provisions of Section 110, Section 108 of the Companies Act, 2013 (**the “Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) including any statutory modification(s) or re-enactment(s) thereof, from time to time being in force and Regulation 17, Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as amended from time to time, Secretarial Standards on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (**the “MCA”**) vide its General Circular No. 14/ 2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and latest being 03/2025 dated 22<sup>nd</sup> September, 2025 (**“MCA Circulars”**) and Securities and Exchange Board of India (**“SEBI”**), latest Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated 05<sup>th</sup> June, 2025 (**“SEBI Circulars”**), for seeking approval of the shareholders of PTC India Limited (**“the Company/ “PTC”**) by way of ordinary/ special resolution, as the case may be, for the resolutions/ businesses as set below through postal ballot by way of voting through electronic means only.

The Explanatory Statement pursuant to Section 102 of the Act and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the proposed resolutions is annexed hereto.

This Postal Ballot Notice (**“Notice”/ “Postal Ballot Notice”**) is being sent only through electronic mode to all its members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent (**“RTA”**)/ Depositories/ Depository participants as on Friday, 13<sup>th</sup> February 2026 (**“Cut Off Date”**) and the communication to assent/ dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed Mr. Ashish Kapoor (FCS No. 8004 & Certificate of Practice No. 7504), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (**“NSDL”**) as the agency to provide remote e-voting facility to all its members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. The remote E-voting facility shall commence from Thursday, 19<sup>th</sup> February, 2026, at 09.00 am and end on Friday, 20<sup>th</sup> March, 2026 at 05.00 pm.

The e-voting facility shall be disabled by NSDL immediately after 5.00 PM. on Friday, 20<sup>th</sup> March, 2026.

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The resolution(s), if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Friday, 20<sup>th</sup> March, 2026. The members are requested to consider and, if thought fit, pass the following resolution(s):

**Item No. 1: To alter definition of “Promoter” in Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a *Special Resolution***

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

Article No.	Existing Provision	Proposed Change/ New Clause
Definitions	“Promoters”- "Promoters means POWERGRID, NTPC and PFC who have jointly floated this Company.”	<i>Promoter shall have the same meaning as defined under the Companies Act, 2013 (as may be amended from time to time) or any other applicable laws.</i>

**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 2: To alter Article 113 of Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a *Special Resolution***

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

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Article No.	Existing Provision	Proposed Change/ New Clause <i>(modifications are in bold and italics)</i>
113. Nominee Director	<p>ii.) Notwithstanding anything to the contrary contained in these Articles, the Board of Directors of the Company shall include:</p> <p>a) at least one nominee Director each from the Parties viz. POWERGRID, NTPC, PFC and NHPC.</p> <p>b) one nominee Director by the Government of India, Ministry of Power.</p>	<p>Notwithstanding anything to the contrary contained in these Articles, the Board of Directors of the Company shall include <b><i>at least one nominee Director from NTPC.</i></b></p> <p><b><i>Further, NTPC shall have the right to appoint its CMD as Non-Executive Chairman of the Company.</i></b></p> <p><b><i>The Ministry of Power, Government of India at its discretion may also nominate one nominee Director on the Board of the Company.</i></b></p>

**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 3: To alter Article 117 of Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

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Article No.	Existing Provision	Proposed Change/ New Clause <i>(modifications are in bold and italics)</i>
<p>117. *Remuneration of Directors</p>	<p>Subject to the provisions of the Act, the Full time Chairman, the chairman &amp; Managing Director or any other Whole-time Director(s) may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profit of the Company or partly by one way, and partly by the other way, keeping in view the limiting provisions governing the Managerial remuneration under provisions of the Act.</p> <p>Subject to the provisions of the Act, a Director (including a part time Chairman) who is not in the Full-time employment of the company nor a Chairman and Managing Director /Managing Director of the Company may be paid remuneration either :- a) by way of monthly, quarterly or annual payment with the approval of the Central Government, or b) by way of commission if the Company by a special resolution authorises such payment.</p> <p>The sitting fee payable to a Director (excluding the Chairman/Chairman &amp; Managing Director, Managing Director or any other Full-time Director(s) for attending a meeting of the Board or Committee thereof shall be Rs. 5000/- or such other sum as prescribed in the Act as amended from time to time.</p>	<p>Subject to the provisions of the Act, the Full time Chairman, the Chairman &amp; Managing Director, <b><i>the Managing Director</i></b> or any other Whole-time Director(s) may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profit of the Company or partly by one way, and partly by the other way, keeping in view the limiting provisions governing the Managerial remuneration under provisions of the Act.</p> <p>Subject to the provisions of the Act, a Director (including a part time Chairman) who is not in the Full-time employment of the company nor a Chairman and Managing Director /Managing Director of the Company / Whole time Director may be paid remuneration/ commission <b><i>as per the Act.</i></b></p> <p>The sitting fee payable to a Director (excluding the Chairman/Chairman &amp; Managing Director, Managing Director or any other Full-time Director(s)) for attending a meeting of the Board or Committee thereof shall be <b><i>within the limits</i></b> as prescribed in the Act as amended from time to time.</p>

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**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 4: To alter Article 129 of Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

<b>Article No.</b>	<b>Existing Provision</b>	<b>Proposed Change/ New Clause</b> <i>(modifications are in bold and italics)</i>
129.* Appointment of Chairman or Chairman & Managing Director/ Whole-time Directors	The appointment of Chairman or Chairman & Managing Director / Whole-time Director and determination of remuneration shall be made by the Board of Directors of the Company subject to the provisions of the Act. Such Directors shall act under superintendence, control and direction of the Board of Directors and their appointment shall not be for a period of more than five years at a time.  For the appointment of Chairman or Chairman & Managing Director or Managing Director/ Whole-time Director, consent of the Chairman & Managing Director of POWERGRID, NTPC, PFC and NHPC shall be necessary.	The appointment of Chairman or Chairman & Managing Director / <b><i>Managing Director</i></b> / Whole-time Director and determination of remuneration shall be made by the Board of Directors of the Company subject to the provisions of the Act. Such Directors shall act under superintendence, control and direction of the Board of Directors and their appointment shall not be for a period of more than five years at a time.  For the appointment of Chairman or Chairman & Managing Director or Managing Director/ Whole-time Director, consent of the Chairman & Managing Director of NTPC shall be necessary.

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**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 5: To alter Article 133 of Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

Article No.	Existing Provision	Proposed Change/ New Clause <i>(modifications are in bold and italics)</i>
133. Quorum at Board Meeting	Subject to Section 287 of the Act, the Quorum for any meeting of the Board of Directors of the Company shall be three Directors or one-third of the total strength of Board whichever is higher, provided that there shall be no quorum in any meeting unless at least two nominee Directors from Parties, appointed pursuant to Article 113(ii) (a) of the Articles of Association are present.	Subject to <b><i>provisions of the Companies Act, 2013</i></b> , the Quorum for any meeting of the Board of Directors of the Company shall be three Directors or one-third of the total strength of Board whichever is higher, provided that there shall be no quorum in any meeting <b><i>unless at least one nominee Director from NTPC, appointed pursuant to Article 113 of the Articles of Association is present.</i></b>

**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of

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giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 6: To alter Article 178 of Article of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members be and is hereby accorded for effecting the following alteration in the Articles of Association (“AOA”) of the Company :

Article No.	Existing Provision	Proposed Change/ New Clause
178. Promoter’s Agreement	After Incorporation, the Company shall adopt the Promoters Agreement executed among POWERGRID, NTPC and PFC on 8 <sup>th</sup> April, 1999 for formation of this Company and supplement thereof dated 29 <sup>th</sup> November, 2002, and any subsequent amendment thereof. Upon adoption of the Promoters’ Agreement including any amendment thereto or supplement thereof, the Company shall be bound by the same and shall give effect to the terms thereof as by law permits, except when there is any inconsistency between the provisions of Promoters Agreement (including its supplement) and Articles of Association, in which case the provisions of the Articles of Association shall prevail.	[Deleted]

**RESOLVED FURTHER THAT** necessary modification in the AOA shall be carried out and draft set of altered Articles of Association, a copy of which is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for the purpose of giving full effect to this resolution, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar

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of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item no. 7: To change the designation/terms of appointment of Dr. Manoj Kumar Jhavar (DIN: 07306454), Chairman & Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an *Ordinary Resolution***

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the change in designation of Dr. Manoj Kumar Jhavar (DIN: 07306454) from Chairman and Managing Director to Managing Director of the Company with effect from such date as may be decided by Board of Directors. Further his office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Dr. Manoj Kumar Jhavar shall continue to act as Managing Director of the Company for the remainder of his existing term of appointment, on the same terms and conditions of appointment and remuneration as approved earlier by the members in the 26<sup>th</sup> Annual General Meeting held on 08<sup>th</sup> August, 2025, except change in designation and his office shall become liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making appropriate entries in the statutory registers of the Company.”

By order of the Board of Directors  
For **PTC India Limited**

  
**Rajiv Maheshwari**  
Company Secretary  
Membership No. F4998

Place: New Delhi  
Date: 18<sup>th</sup> February 2026

**RAJIV MAHESHWARI**  
Company Secretary  
**PTC India Limited**  
2nd Floor, NBCC Tower  
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**NOTES:**

1. The relevant Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions, is annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, 13<sup>th</sup>, February, 2026 (“**Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. In terms of above referred MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email addresses are registered with the Company / depository participant(s), as on Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
5. In compliance with the applicable circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the register of members / register of beneficial owners as on Friday, 13<sup>th</sup> February 2026 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
7. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Thursday, 19<sup>th</sup> February 2026 at 09.00 am and ends on Friday, 20<sup>th</sup> March 2026 at 05.00 pm. (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
8. Mr. Ashish Kapoor, Practicing Company Secretary (FCS No. 8002 and CP No. 7504) has been appointed, as the Scrutinizer (hereinafter referred as the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

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9. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairman or any other person authorized by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorized person.
10. The results along with Scrutinizer's Report, shall be displayed on the Company's website [www.ptcindia.com](http://www.ptcindia.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolutions, if passed by the requisite votes, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that regard. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Friday, 20<sup>th</sup> March, 2026.

11. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.ptcindia.com](http://www.ptcindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
12. All the material documents referred to in the Notice and Explanatory Statement will be available for inspection by the members electronically on all working days from the date of dispatch of the Notice up to the last date of remote e-voting. Any Member interested in inspection may write to [cs@ptcindia.com](mailto:cs@ptcindia.com).
13. Members, who are holding shares in electronic mode and their e-mail addresses are not registered, are requested to register their e-mail addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). For availing the investor services to register PAN, email address, bank details and other KYC details or change/ update thereof for securities held in physical mode, nomination etc., send a written request in the prescribed forms to RTA, MCS Share Transfer Agents Ltd. either by email to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or by post to 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020. The forms for updating the above details are available at [www.ptcindia.com](http://www.ptcindia.com).

#### **14. Instructions for Remote E-Voting**

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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E-mail: [info@ptcindia.com](mailto:info@ptcindia.com) Website: [www.ptcindia.com](http://www.ptcindia.com),

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available</li> </ol>

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under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will

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	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [ashishkapoorandassociates@gmail.com](mailto:ashishkapoorandassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon

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five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@ptcindia.com](mailto:cs@ptcindia.com).
  - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@ptcindia.com](mailto:cs@ptcindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  - c. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
15. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal ([www.scores.gov.in](http://www.scores.gov.in)) in accordance with SCORES Guidelines.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute

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resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the website at [www.ptcindia.com](http://www.ptcindia.com).

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the website of the Company [www.ptcindia.com](http://www.ptcindia.com).

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER**

**Item No. 1 to 6: Alteration of Articles of Association (“AoA”) of Company**

As per the existing AoA of the Company, four Central Public Sector Undertakings (CPSUs) namely NTPC Limited (“NTPC”), NHPC Limited (“NHPC”), Power Finance Corporation Limited (“PFC”) and Powergrid Corporation of India Limited (“POWERGRID”) being Promoters of Company (“Promoters”) have certain special rights under Article 113, 129 & 133 of AoA which are briefed below:

- (i) The Promoters of the Company shall each have the right to nominate atleast one nominee director on the Board of the Company.
- (ii) The appointment of Chairman/Managing Director/Whole Time Director requires the consent of Chairman & Managing Directors of each of the Promoter.
- (iii) For constituting a valid quorum at Board meetings, the presence of atleast 2 nominee directors representing the Promoters is mandatory.

Additionally, Ministry of Power (MoP), Govt. of India also holds the right to nominate one Director on the Board of the Company.

At present, each of the promoters and MoP has nominated one nominee director to the Board of PTC, resulting in a total of five Nominee Directors. These nominee directors are categorized as non-Independent Directors. Consequently, the Board of PTC has been constituted with an increased strength in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Office Memorandum no. 1/7/2017-Th. II (Part.) (C.No. 242767) dated 16<sup>th</sup> January 2026 received from Ministry of Power, Government of India (“Office Memorandum”), states the following:

- “
- i. *NTPC may be the Sole Promoter of PTC. The other three promoters, namely PFC, POWERGRID and NHPC, shall withdraw their nominee directors from the Board of PTC and relinquish their promoter’s rights as provided in the Articles of Association.*
  - ii. *The existing position of CMD (PTC) would be split into:*
    - *a Non-Executive Chairman, and*
    - *An Executive Managing Director (MD)*

*CMD (NTPC) would function as the Non-Executive Chairman of PTC, while the CMD (PTC) would be redesignated as MD (PTC).*

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- iii. *PFC, POWERGRID and NHPC shall send formal communications to PTC for withdrawal of their respective nominee directors from the Board as well as relinquishment of their promoter's rights.*
- iv. *Upon withdrawal of nominee directors of CPSUs and transfer of management control to NTPC, the Ministry of Power, Government of India, may also withdraw its nominee director from the Board of PTC.*
- v. *The above arrangement will require suitable amendments to the Articles of Association (AoA) of PTC. Upon amendment of the AoA, PFC, POWERGRID and NHPC will request for re-classification as non-promoters as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- vi. *Executive Director (CP&BD), NTPC will be the Nodal Officer for coordination and implementation of the above arrangement."*

The Office Memorandum was further placed before the Board of Directors of NTPC Ltd. (NTPC), NHPC Ltd. (NHPC), Power Finance Corporation Ltd. (PFC) and Power Grid Corporation of India Ltd. (Powergrid). The Board of NHPC, PFC and Powergrid while taking note of the Office Memorandum, have approved the proposal to withdraw their respective nominee director and relinquish their rights of 'Promoter' as provided in Articles of Association of PTC India Limited (**Company/ PTC**). The respective disclosures have been made to the stock exchanges as required under Regulation 30 of SEBI Listing Regulations.

The existing AoA will be required to be amended accordingly to effect the above proposed changes w.r.t. certain special rights of NHPC, PFC and POWERGRID and composition of Board.

In view of the above, the amendments mentioned in Item Nos. 1 to 6 of the Notice are proposed to be carried out in the existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 approval of the shareholders of the Company by special resolution is required for alteration of Articles of Association and accordingly, the Board of Directors in its meeting held on 14<sup>th</sup> February 2026 has approved the above amendments in the existing AOA of the Company as set out in item Nos. 1 to 6 of the notice, subject to the approval of shareholders.

A copy of altered Articles of Association of the Company is available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice of the Postal Ballot upto the last date of voting and is also available on the website of the Company at <https://www.ptcindia.com/wp-content/uploads/2019/07/Draft-MOA-AOA-Proposed-Amendment.pdf>.

None of the Directors or Key managerial Personnel of the Company and their relatives, are deemed to be, concerned or interested, financially or otherwise, in the Resolutions as set out above at Item nos. 1 to 6 of the Notice. The Board recommends the resolutions as set out at Item Nos. 1 to 6 in this notice for the approval of the members of the Company as Special Resolution.

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## Item No. 7

Dr. Manoj Kumar Jhawar (DIN: 07306454) was appointed as the Chairman & Managing Director of the Company w.e.f. 13<sup>th</sup> May 2025 till the date of attaining the age of superannuation i.e. 60 years (i.e. 19<sup>th</sup> August, 2028), by the members of the Company at their 26<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> August 2025 and his office was not liable to retire by rotation.

The Company currently has the post of Chairman & Managing Director. In order to have a more balanced and effective corporate governance structure and to give effect to the Office Memorandum dated 16<sup>th</sup> January 2026 of MoP, GOI (as mentioned above), it is proposed to separate the present post of Chairman & Managing Director into two posts i.e. post of Chairman (Non- Executive) and post of Managing Director (Executive).

Dr. Manoj Kumar Jhawar shall continue to act as Managing Director of the Company for the remainder of his existing term of appointment, on the same terms and conditions of appointment and remuneration as approved earlier by the members in the AGM held on 08<sup>th</sup> August, 2025, except for the change in designation and that his office shall be liable to retire by rotation. It is pertinent to mention that Dr. Manoj Kumar Jhawar has agreed to relinquish the post of Chairman and continue only as Managing Director and the same has been approved by the Board of Directors in their meeting held on 14<sup>th</sup> February 2026.

This structure provides a balance between the strategic leadership of the Board and the operational management of the Company, ensuring transparency, accountability, and effective governance. The bifurcation of the roles of Chairman and Managing Director is a market practice that is perceived to be a critical component of robust corporate governance and is also advocated by proxy advisors.

The requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are attached.

Your Directors request for your approval for the resolution set out at Item no. 7 as Ordinary Resolution.

None of the Directors or Key managerial Personnel of the Company and their relatives, other than Dr. Manoj Kumar Jhawar to the extent of change in terms of his appointment, are deemed to be, concerned or interested, financially or otherwise, in the Resolution(s) as set out at item no. 7 of the Notice. The Board recommends the resolution as set out above at Item no. 7 in this notice for the approval of the members of the Company.

By order of the Board of Directors  
For **PTC India Limited**

  
**Rajiv Maheshwari**  
Company Secretary

Membership No. F4998

**RAJIV MAHESHWARI**  
Company Secretary

**PTC India Limited**

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

**PTC India Limited**  
2nd Floor, NBCC Tower  
Bhikaji Cama Place, New Delhi-110066

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500.41595100, 46484200, Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com,

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**[Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings as prescribed by Institute of Company Secretaries of India]**

Sl. No.	Name of Director	Dr. Manoj Kumar Jhawar
1	DIN	07306454
2	Date of Birth (Age)	20 <sup>th</sup> August, 1968 (57 years)
3	Nationality	Indian
4	Date of First Appointment on the Board	18 <sup>th</sup> January, 2024
5	Qualifications	<ul style="list-style-type: none"> <li>• Cost Accountant from ICAI.</li> <li>• B.E. (Mechanical) from Government Engineering College, Ujjain (MP)</li> <li>• M.E. (Industrial Engineering &amp; Management) from SGSITS, Indore.</li> <li>• Ph.D (Management Sciences) from DAVV-Indore (MP).</li> </ul>
6	Brief Profile, experience in specific functional area	<p>Dr. Manoj Kumar Jhawar aged about 57 years is Ph.D (Management Sciences) from Devi Ahilya University, Indore. He graduated in Mechanical Engineering from Government Engineering College, Ujjain and did his Masters in Industrial Engineering &amp; Management from Devi Ahilya University, Indore. Further, he is a qualified Cost Accountant from ICAI.</p> <p>Dr. Manoj Kumar Jhawar joined PTC Board as Whole time Director designated as Director (Commercial &amp; Operations) w.e.f. 18<sup>th</sup> January, 2024. Later, he was given additional responsibilities of the post of CMD (PTC) w.e.f. 13<sup>th</sup> June, 2024, till further orders. Thereafter, he was appointed as CMD (PTC) w.e.f. 13<sup>th</sup> May 2025.</p> <p>Dr. Manoj Kumar Jhawar joined MP State Electricity Board in May, 1989 as Graduate Engineer and served there till August, 2004 in various capacities. Then he joined Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Ltd., Indore as Deputy Director (Finance) in August, 2004. He served the Organization till May, 2023 in various capacities including Director (Finance) 2012-2015 and Director (Commercial) 2015-2021. He had also served in KIOCL Ltd. (Cat-I Mini Ratna CPSU) as Director (Finance) from May, 2023 to 17<sup>th</sup> January 2024.</p>

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		Dr. Manoj Kumar Jhawar has a decade of experience of working in senior leadership roles (Director/CFO/CITO) in the Power Distribution Sector. He has more than 3 decades of work experience in Commercial/IT, Management/Finance and Engineering domains. His functional experience includes Policy Planning, Budgeting and Resources Allocation, Contract Negotiations, Accounts & Finance, Project Financing, Treasury Management, Internal Audit, Regulatory Affairs, Revenue Management, Strategic Consumer Engagement, ERP Implementation, IT-OT, Smart Metering, Management of Consulting Support (CIDA, SNC, Big-4) etc.
7	Terms and conditions of appointment	Change in designation from Chairman & Managing Director to “Managing Director” and his office shall be liable to retire by rotation. Other Terms of the appointment shall remain the same as approved by the shareholders in the 26 <sup>th</sup> Annual General Meeting of the Company held on 08 <sup>th</sup> August, 2025.
8	Details of remuneration sought to be paid	Details mentioned in the notice of 26 <sup>th</sup> Annual General Meeting and Corporate Governance Report which is part of the Annual Report for FY 2024-25
9	Remuneration last drawn	Details mentioned in the notice of 26 <sup>th</sup> Annual General Meeting and Corporate Governance Report which is part of the Annual Report for FY 2024-25
10	Number of Board/Committee Meetings attended	<b>During FY 25-26 (till date)</b> Board Meetings : 8/8 Risk Management Committee: 1/1
11	Number of shares held either directly or for beneficial basis for any other person	250
12	Directorships held in other Companies	<ul style="list-style-type: none"> <li>PTC India Financial Services Limited (Nominee Director &amp; Non-Executive Chairman)</li> </ul>
13	Chairman/Member of Committees of Board of Director of other Companies	<u>PTC India Financial Services Ltd.</u> Nomination & Remuneration Committee- Member
14	Relationships with other Directors/KMP inter-se	Not related to any other Director or Key Managerial Personnel

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